

RECORDATION NO. 18080-H FILED

NOV 05 '04 3-09 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

November 5, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Equipment Lease (Partial), dated as of November 3, 2004 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease previously filed with the Commission under Recordation Number 18080.

The name and address of the party to the enclosed document are:

Lessor: The Bank of New York  
(successor to U.S. Trust  
Company of California)  
101 Barclay Street  
New York, NY 10286

[Lessee: Southern Pacific Transportation  
23530 Hawthorne Boulevard  
Suite 200  
Torrance, CA 90505]

Mr. Vernon A. Williams  
November 5, 2004  
Page Two

A description of the railroad equipment covered by the enclosed document is:

23 locomotives bearing SP reporting marks and road numbers.

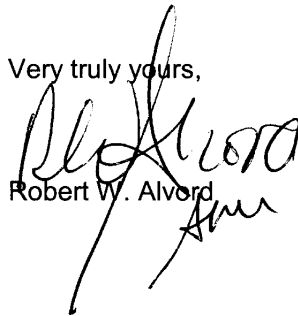
A short summary of the document to appear in the index follows:

Termination of Equipment Lease (Partial)

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

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TERMINATION OF EQUIPMENT LEASE (PASADENA TRANSPORTATION BOARD)

The undersigned, The Bank of New York, as successor to U.S. TRUST COMPANY OF CALIFORNIA, N.A., as Lessor, not in its individual capacity but solely as successor Owner Trustee under that certain Trust Agreement dated as of December 1, 1992 with General Electric Capital Corporation, as Owner Participant, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby acknowledge the partial termination of the Equipment Lease, dated as of December 1, 1992 (the "Lease"), with Union Pacific Railroad Company (as successor in interest to Southern Pacific Transportation Company), as Lessee.

The Lease was duly filed with the Interstate Commerce Commission (now the Surface Transportation Board) on December 31, 1992 under Recordation Number 18080 with Supplements thereto subsequently filed under Recordation Numbers 18080-B and 18080-D.

The railroad equipment covered by this Termination is set forth on Schedule A attached hereto.

IN WITNESS WHEREOF, THE BANK OF NEW YORK, as successor to U.S. TRUST COMPANY OF CALIFORNIA, N.A. has caused this Instrument to be executed by its officer thereunto duly authorized this 3<sup>rd</sup> day of November, 2004.

THE BANK OF NEW YORK,  
not in its individual capacity but solely as  
successor Owner Trustee, Lessor

By: 

Title: GIOVANNI BARRIS  
VICE PRESIDENT

STATE OF New York )  
COUNTY OF Rockland ) ss:

On this 3<sup>rd</sup> day of November, 2004, before me personally appeared Geovanni Barris, to me personally known, who, being by me duly sworn, did say that he/she is Vice President of The Bank of New York, that he/she is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

  
NOTARY PUBLIC

My commission expires:

1244236.1a

ROBERT HIRSCH  
Notary Public, State of New York  
No. 01H16076679  
Qualified in Rockland County  
Commission Expires July 1, 2006

SCHEDULE A

CATEGORY A

UNITS	DESCRIPTION OF UNITS	SELLER	ROAD NUMBERS
13	Diesel Electric Locomotives Consisting of:	General Motors	
	8 Model SD 40-2 Locomotives		SP 7303, 7306, 7320, 7323, 7326, 7331, 7335, 7336,
	5 Model SD 40-T2 Locomotives		SP 8304, 8316, 8350, 8355 and 8496

CATEGORY A

UNITS	DESCRIPTION OF UNITS	SELLER	ROAD NUMBERS
10	Diesel Electric Locomotives consisting of:	General Motors	
	1 Model GP 40-2 Locomotive		SP 7625
	9 Model SD 40-2 Locomotives		SP 7321, 7333, 8301, 8305, 8306, 8351, 8491, 8494 and 8549

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

11/5/04



\_\_\_\_\_  
Robert W. Alvord